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15 -and-

16 Gary Lee, Esq. (*Admitted Pro Hac Vice*)
17 New York Bar No. 2397669
18 Andrew Kissner, Esq. (*Admitted Pro Hac Vice*)
19 New York Bar No. 5507652
20 **MORRISON & FOERSTER LLP**
21 250 West 55th Street
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26 *Attorneys for Enigma Securities Limited*

27 **UNITED STATES BANKRUPTCY COURT**

28 **FOR THE DISTRICT OF NEVADA**

1 IN RE:

2 CASH CLOUD INC., dba Coin Cloud

3 Debtor.

4 Case No.: BK-S-23-10423-MKN

5 Chapter 11

6 Hearing Date: May 18, 2023

7 Hearing Time: 10:30 a.m. (PT)

8 **DECLARATION OF ANDREW KISSNER, ESQ. IN SUPPORT OF ENIGMA**
SECURITIES LIMITED'S OMNIBUS OBJECTION TO DEBTORS' MOTIONS TO
APPROVE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES

I, Andrew Kissner, Esq., do declare the following under penalty of perjury:

1. I am over the age of 18 and competent to testify as to the matters set forth herein.
2. I am counsel of record for Creditor Enigma Securities Limited (“Enigma”) and I make
this Declaration in support of *Enigma Securities Limited’s Omnibus Objection to Debtors’ Motions*
to Approve Rejection of Executory Contracts and Unexpired Leases (the “Objection”) filed
concurrently with this Declaration.

3. Any capitalized terms not otherwise defined in this Declaration are defined as set
forth in the Objection.

4. I participated in communications with Tanner James of Province, financial advisor to
the Debtor, in April 2023 regarding Enigma’s efforts to locate a purchaser for the Abandoned DCMs.
A true and correct copy of the email chain referenced in the Objection is attached hereto as **Exhibit**
1.

I declare under penalty of perjury of the laws of the United States that the foregoing is true
and correct.

DATED this 4th day of May, 2023.

/s/ Andrew Kissner, Esq.
ANDREW KISSNER, ESQ.

SHEA LARSEN
1731 Village Center Circle, Suite 150
Las Vegas, Nevada 89134
(702) 471-7432

CERTIFICATE OF SERVICE

1 1. On May 4, 2023, I served **DECLARATION OF ANDREW KISSNER, ESQ. IN
2 SUPPORT OF ENIGMA SECURITIES LIMITED'S OMNIBUS OBJECTION
3 TO DEBTORS' MOTIONS TO APPROVE REJECTION OF EXECUTORY
4 CONTRACTS AND UNEXPIRED LEASES** in the following manner:

5 a. ECF System: Under Administrative Order 02-1 (Rev. 8-31-04) of
6 the United States Bankruptcy Court for the District of Nevada, the above-referenced
7 document was electronically filed on the date hereof and served through the Notice
8 of Electronic Filing automatically generated by the Court's facilities.

9 b. United States mail, postage fully prepaid:

10 c. Personal Service:

11 I personally delivered the document(s) to the persons at these addresses:

12 For a party represented by an attorney, delivery was made by
13 handing the document(s) at the attorney's office with a clerk or other person in
14 charge, or if no one is in charge by leaving the document(s) in a conspicuous place
15 in the office.

16 For a party, delivery was made by handling the document(s)
17 to the party or by leaving the document(s) at the person's dwelling house or usual
18 place of abode with someone of suitable age and discretion residing there.

19 d. By direct email (as opposed to through the ECF System):
20 Based upon the written agreement of the parties to accept service by email or a
21 court order, I caused the document(s) to be sent to the persons at the email
22 addresses listed below. I did not receive, within a reasonable time after the
23 transmission, any electronic message or other indication that the transmission was
24 unsuccessful.

25 e. By fax transmission:

26 Based upon the written agreement of the parties to accept service by fax
27 transmission or a court order, I faxed the document(s) to the persons at the fax
28 numbers listed below. No error was reported by the fax machine that I used. A copy
of the record of the fax transmission is attached.

29 f. By messenger:

30 I served the document(s) by placing them in an envelope or package addressed to
31 the persons at the addresses listed below and providing them to a messenger for
32 service.

33 I declare under penalty of perjury that the foregoing is true and correct.

34 Dated: May 4, 2023

35 By: /s/ Bart K. Larsen, Esq.

SHEA LARSEN
1731 Village Center Circle, Suite 150
Las Vegas, Nevada 89134
(702) 471-7432

EXHIBIT 1

Kissner, Andrew

From: Tanner James <tjames@provincfirm.com>
Sent: Friday, April 28, 2023 1:30 AM
To: Zach Marcus; Spencer Stires; Kissner, Andrew
Cc: Barry Finkelstein
Subject: RE: Coin cloud

Categories: Saving to DM

External Email

Zach,

I think the answer ultimately depends on who wins the auction, but we intend to encourage the winning party to allow that.

What is the timeline these machines would need to be running by?

Tanner James

Senior Associate

From: Zach Marcus <zmarcus@Enigma-securities.io>
Sent: Thursday, April 27, 2023 2:30 PM
To: Spencer Stires <sstires@provincfirm.com>; Kissner, Andrew <AKissner@mofo.com>; Tanner James <tjames@provincfirm.com>
Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

EXTERNAL EMAIL

Spencer, Tanner,

For the 110 initial rejections, will we be able to continue using the CoinCloud operating software, or will we have to implement new software?

Thanks,

Zach

Zach Marcus

Vice President

Enigma Securities, New York | Makor Group

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10 East 53rd Street, 17th Floor, New York, NY 10022

Zach Marcus

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From: Spencer Stires <sstires@provincefirm.com>

Sent: Wednesday, April 26, 2023 11:22 PM

To: Zach Marcus <zmarcus@Enigma-securities.io>; Kissner, Andrew <AKissner@mofo.com>

Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>

Subject: RE: Coin cloud

Hi Zach,

Attached is the kiosk data, as well as the most recent parts information we have.

Let me know any questions.

Best,

Spencer Stires

Associate

From: Kissner, Andrew <AKissner@mofo.com>

Sent: Wednesday, April 26, 2023 10:54 AM

To: Tanner James <tjames@provincefirm.com>; Zach Marcus <zmarcus@Enigma-securities.io>; Spencer Stires <sstires@provincefirm.com>

Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>

Subject: RE: Coin cloud

EXTERNAL EMAIL

Thank you.

Andrew Kissner

Of Counsel

akissner@mofo.com

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M: +1 (646) 510-5704

**MORRISON
FOERSTER**

mofo.com | [bio](#) | [vcard](#)

From: Tanner James <tjames@provincefirm.com>
Sent: Wednesday, April 26, 2023 1:52 PM
To: Kissner, Andrew <AKissner@mofo.com>; Zach Marcus <zmarcus@Enigma-securities.io>; Spencer Stires <[sstires@provincefirm.com](mailto:ssstires@provincefirm.com)>
Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

External Email

Fantastic – I am very happy to hear that.

We will turn back to this today.

Best,

Tanner James
Senior Associate

From: Kissner, Andrew <AKissner@mofo.com>
Sent: Wednesday, April 26, 2023 10:49 AM
To: Zach Marcus <zmarcus@Enigma-securities.io>; Tanner James <tjames@provincefirm.com>; Spencer Stires <[sstires@provincefirm.com](mailto:ssstires@provincefirm.com)>
Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

EXTERNAL EMAIL

Now that the stalking horse is in place, and bid procedures approved, I just wanted to make sure this is being attended to—Enigma has (knock on wood) hopefully arranged for disposition of the abandoned machines, but the purchaser needs to confirm this information before it will sign the contract.

Thanks,
Andrew

Andrew Kissner
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M: +1 (646) 510-5704
MORRISON FOERSTER
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From: Zach Marcus <zmarcus@Enigma-securities.io>
Sent: Wednesday, April 26, 2023 9:43 AM
To: Tanner James <tjames@provincefirm.com>; Kissner, Andrew <AKissner@mofo.com>; Spencer Stires <[sstires@provincefirm.com](mailto:ssstires@provincefirm.com)>

Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>

Subject: RE: Coin cloud

External Email

Tanner, Spencer,

In addition to the previous request, can you please also provide:

- 1 . What are the make and model of the machines?
2. What make and model the bill acceptor or recycler?
3. What make and model of the printer type that's installed?
4. What are the make and model of the camera and scanner parts that are installed?

Thanks,
Zach

Zach Marcus

Vice President

Enigma Securities, New York | Makor Group

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10 East 53rd Street, 17th Floor, New York, NY 10022

Zach Marcus

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From: Zach Marcus <zmarcus@Enigma-securities.io>

Sent: Monday, April 24, 2023 3:00 PM

To: Tanner James <tjames@provincefirm.com>; Kissner, Andrew <AKissner@mofo.com>; Spencer Stires <ssstires@provincefirm.com>

Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>

Subject: RE: Coin cloud

Tanner,

We have received 5+ different excels over the past month, all of which have slightly different information. I had previously gone through the exercise of consolidating into a single spreadsheet with all relevant information, only to find out the information was incorrect. Therefore, it would be best if Province could prepare the information given you have the latest and correct data.

I understand you are busy with the stalking horse process, however we originally requested the information four days ago (Thursday morning) with a couple follow-up emails and have yet to receive any level of confirmation of receipt or that it is in process. I do not want to make the mistake of evaluating the wrong dataset, but it should be a relatively straightforward exercise for you to consolidate the requested data and break it out into the relevant cohorts.

Thanks,
Zach

Zach Marcus
Vice President
Enigma Securities, New York | Makor Group
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10 East 53rd Street, 17th Floor, New York, NY 10022

Zach Marcus
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From: Tanner James <tjames@provincefirm.com>
Sent: Monday, April 24, 2023 2:37 PM
To: Zach Marcus <zmarcus@Enigma-securities.io>; Kissner, Andrew <AKissner@mofo.com>; Spencer Stires <ssstires@provincefirm.com>
Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

Hi Zach,

The Debtor and their professionals are fairly bogged down with the stalking horse selection process for the next few days.

Other than the comprehensive spreadsheets requested below and the contact information, are you missing any source data / components to the analysis you are seeking?

If this is time sensitive, all of the source information in the spreadsheets we have provided more recently can be reconciled by the LIDs, which have not changed with respect to the go-forward footprint and rejected locations. Otherwise, we can turn back to this later this week.

Best,

Tanner James
Senior Associate

From: Zach Marcus <zmarcus@Enigma-securities.io>
Sent: Monday, April 24, 2023 11:27 AM

To: Kissner, Andrew <AKissner@mofo.com>; Spencer Stires <ssstires@provincfirm.com>
Cc: Tanner James <tjames@provincfirm.com>; Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

EXTERNAL EMAIL

Tanner, Spencer,

Can you please include the contact information for the store owners on the 110?

Please confirm your receipt of the request and let us know of expected timing.

Thanks,
Zach

Zach Marcus

Vice President
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Zach Marcus

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From: Zach Marcus <zmarcus@Enigma-securities.io>
Sent: Monday, April 24, 2023 10:02 AM
To: Kissner, Andrew <AKissner@mofo.com>; Spencer Stires <ssstires@provincfirm.com>
Cc: Tanner James <tjames@provincfirm.com>; Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

Spencer, Tanner,

Hope you both had a nice weekend. I am following up on the below requests, and clarifying the request for the sake of time.

We greatly appreciate the breakout of the rejected machines from the list of our total collateral. We kindly ask the you create a third tab with the 110 initial rejected machines.

On all of the tabs, can you please include the location/address for each machine? Each tab should be the following:

1. Complete list of Enigma machines
2. Total rejection list including revenue, monthly rent, and profitability figures, and location/address
3. 110 machine initial rejection list including revenue, monthly rent, and location/address

Please let me know of any questions and of expected timing on the request.

Thanks,
Zach

Zach Marcus

Vice President
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From: Kissner, Andrew <AKissner@mofo.com>
Sent: Thursday, April 20, 2023 5:28 PM
To: Zach Marcus <zmarcus@Enigma-securities.io>; Spencer Stires <ssstires@provincefirm.com>
Cc: Tanner James <tjames@provincefirm.com>; Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: RE: Coin cloud

It would also probably make sense while you're doing that to add the address data associated with the LID just to close the loop. Thanks all.

Andrew Kissner
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From: Zach Marcus <zmarcus@Enigma-securities.io>
Sent: Thursday, April 20, 2023 12:58 PM
To: Spencer Stires <ssstires@provincefirm.com>
Cc: Kissner, Andrew <AKissner@mofo.com>; Tanner James <tjames@provincefirm.com>; Barry Finkelstein <bfinkelstein@Enigma-securities.io>
Subject: Re: Coin cloud

External Email

Thank you, Spencer. Can you please highlight or copy to a new tab the 110 machines first to be abandoned?

Best,
Zach

Zach Marcus

Vice President
Enigma Securities, New York | Makor Group

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On Apr 20, 2023, at 3:40 PM, Spencer Stires <sstires@provincefirm.com> wrote:

Andrew—the attached should have the information they need.

Thanks,

Spencer Stires

Associate

From: Kissner, Andrew <AKissner@mofo.com>
Sent: Thursday, April 20, 2023 8:28 AM
To: Spencer Stires <sstires@provincefirm.com>; Tanner James <tjames@provincefirm.com>
Cc: Barry Finkelstein <bfinkelstein@Enigma-securities.io>; Zach Marcus <zmarcus@Enigma-securities.io>
Subject: RE: Coin cloud

EXTERNAL EMAIL

Spencer,

See below from Enigma. I think this is what was originally requested and discussed last week. Let us know if you'd like to discuss.

"Please create a separate tab that only includes the abandoned machines, their average monthly revenue for each year (2021, 2022, 2023), and their average monthly profitability (revenue less COGS (cost of buying btc) less monthly rent less software expenses less cash logistics

expenses)? We need the information in Yellow and we need it for the abandoned machines separately."

-Andrew

Andrew Kissner

Of Counsel

akissner@mofo.com

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<image001.png>

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=====

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<4.20.23 Coin Cloud - All Enigma Revenue Data_requestSheet.xlsx>

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